

**Regulations
(Terms of Reference)
for the Supervisory Board of Heineken N.V.**

Adopted at the meeting of the Supervisory Board of Heineken N.V. of 25 August 2009
and amendments adopted in the Supervisory Board meeting of 11 May 2010

Definitions:

The terms used in these Regulations are defined as follows:

- the Company:
Heineken N.V.;
- the Supervisory Board:
the Company's Supervisory Board;
- the Chairman:
the Chairman of the Supervisory Board of Heineken N.V.;
- the Vice-Chairman:
the Vice-Chairman of the Supervisory Board of Heineken N.V.;
- the Executive Board:
the Company's Executive Board;
- the General Meeting:
the General Meeting of Shareholders of Heineken N.V.;
- the Dutch Corporate Governance Code:
the Dutch Corporate Governance Code of 10 December 2008.

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The contents of these regulations are public and are posted on the Company's website:
www.heinekeninternational.com

Status and contents of the Regulations

Article 1

- 1.1 These Regulations are complementary to the rules and regulations (from time to time) applicable to the Supervisory Board under primary and secondary legislation, the Dutch Corporate Governance Code, the regulations (terms of references of the Committees and the Company's Articles of Association.
- 1.2 Where these Regulations are inconsistent with primary and secondary legislation or the Company's Articles of Association, the law or, as the case may be, the Articles of Association shall prevail. Where these Regulations conform to the Articles of Association but are inconsistent with primary and secondary legislation, the latter shall prevail. If one or more provisions of these Regulations are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of these Regulations, is to the greatest extent possible similar to that of the invalid provisions.
- 1.3 The following annexes are attached to, and form an integral part of these Regulations:
Annex A: the profile of the Supervisory Board's size and composition;
Annex B: the Regulations governing the Audit Committee of the Supervisory Board;
Annex C: the Regulations governing the Remuneration Committee of the Supervisory Board;
Annex D: the Regulations governing the Selection and Appointment Committee of the Supervisory Board;
Annex E: the Regulations governing the Voorbereidings (Preparatory) Committee of the Supervisory Board;
Annex F: the Regulations governing the Americas Committee of the Supervisory Board.
- 1.4 The Executive Board unanimously declared that:
- a. it will comply with, and be bound by the obligations arising from, these Regulations to the extent that they apply to it and its members;
 - b. on appointment of new members it will cause such members to issue a declaration as referred to in a) above.
- 1.5 The external auditor of the Company declared that it will comply with, and be bound by the obligations arising from, these Regulations to the extent they apply to him/her.

Responsibilities of the Supervisory Board

Article 2

- 2.1 In compliance with the relevant provisions in primary and secondary legislation, the Dutch Corporate Governance Code and the Articles of Association, the role of the Supervisory Board is to supervise the management by the Executive Board as well as the general course of affairs at the Company and its affiliated enterprises. The Supervisory Board assists the Executive Board with advice. In discharging its role the Supervisory Board shall be guided by the interests of the Company and its affiliated enterprises and shall take into account the relevant interests of the Company's stakeholders. The Supervisory Board shall also have due regard for corporate social responsibility issues that are relevant to the enterprise. The Supervisory Board is responsible for the quality of its own performance.
- 2.2 The legal and statutory authorities of the Supervisory Board rest with the Supervisory Board as a whole and are exercised under joint responsibility.
- 2.3 The duties of the Supervisory Board shall also include:
- a. exercising supervision and advising the Executive Board on:
 - i. the achievement of the Company's objectives;
 - ii. the corporate strategy and the risks connected to the business activities;
 - iii. the design and effectiveness of the internal risk-management and control systems;
 - iv. the financial reporting process;
 - v. compliance with primary and secondary legislation;
 - vi. the Company-shareholder relationship; and
 - vii. corporate social responsibility issues that are relevant to the enterprise.
 - b. disclosing, observing and maintaining the Company's corporate governance structure;
 - c. approving the resolutions mentioned in Article 8, section 6 of the Articles of Association;
 - d. selecting and nominating for appointment (by the General Meeting) the Company's external auditor;
 - e. selecting and nominating for appointment (by the General Meeting) members of the Executive Board, proposing for adoption (by the General Meeting) the remuneration policy for Executive Board members, determining the remuneration (duly observing the afore-mentioned remuneration policy) as well as the contract conditions of the Executive Board members;
 - f. selecting and nominating for appointment (by the General Meeting) the members of the Supervisory Board as well as proposing the fee for its members for adoption (by the General Meeting);
 - g. evaluating and assessing the functioning of the Executive Board and the Supervisory Board as well as their individual members and its committees (including an assessment of the functioning of the committees, the profile of the Supervisory Board and the induction, training and education programme);

- h. dealing with, and deciding on, reported (potential) conflicts of interest as referred to in article 10 between the Company on the one hand and Supervisory Board members and/or Executive Board members and/or the external auditor on the other;
- i. approving resolutions to conclude transactions between the Company and natural or legal persons holding at least 10% of the Company's shares, insofar as such transactions are of material importance to the Company.
- j. dealing with, and deciding on, reported alleged irregularities affecting the functioning of Executive Board members as referred to in article 11.
- k. ensuring that the Executive Board complies with the internal procedures relating to the publication of all financial information;
- l. ensuring that the Executive Board fulfils its responsibility for the quality and completeness of publicly disclosed financial reports.

- 2.4 The annual statements of the Company shall include a report of the Supervisory Board. In this report the Supervisory Board describes its activities in the financial year and which includes the specific statements and information required by the Dutch Corporate Governance Code.
The following information about each Supervisory Board member shall be included in the report of the Supervisory Board (a) gender, (b) age, (c) profession, (d) principal position, (e) nationality, (f) other positions, in so far as they are relevant to the performance of the duties of the Supervisory Board member, (g) date of initial appointment and (h) the current term of office.
- 2.5 The Supervisory Board shall determine the remuneration of the individual members of the Executive Board on a proposal by the Remuneration Committee, within the scope of the remuneration policy adopted by the General Meeting.
- 2.6 The report of the Supervisory Board shall include the principal points of the remuneration report concerning the remuneration policy of the Company. This shall describe transparently and in clear and understandable terms the remuneration policy that has been pursued and give an overview of the remuneration policy to be pursued. The full remuneration of the Executive Board, broken down into its various components shall be presented in the remuneration report in clear and understandable terms. It shall contain an account of the manner in which the remuneration policy has been implemented in the past financial year, as well as an overview of the remuneration policy planned by the Supervisory Board for the next financial year and subsequent years. The report shall explain how the chosen remuneration policy contributes to the achievement of the long-term objectives of the Company and its affiliated enterprises in keeping with the risk profile.
The Remuneration Report will contain the information as required by the Dutch Corporate Governance Code (11.2.10 to 11.2.15).

The remuneration report of the Supervisory Board shall, be posted on the Company's website.

- 2.6 The remuneration policy, based on the requirements as stated in in paragraph II.2 of the Dutch Corporate Governance Code (in as far as Heineken applies the provisions) proposed for the next financial year and subsequent years as specified in the remuneration report shall be submitted to the General Meeting for adoption. Every material change in the remuneration policy shall also be submitted to the General Meeting for adoption. Schemes whereby Executive Board members are remunerated in the form of shares or rights to subscribe for shares, and major changes to such schemes, shall be submitted to the General Meeting for approval.

Composition, expertise and independence of the Supervisory Board

Article 3

- 3.1 The Supervisory Board consists of such number of members as determined in accordance with the Articles of Association. (*Articles of Association: the Supervisory Board consists of three or more members and with due observance of this limit, the Supervisory Board shall determine the number of members. Profile Supervisory Board: the maximum number will be 10*).
- 3.2 In consultation with the Executive Board, the Supervisory Board shall draw up a profile of its size and composition, taking into account the nature of the business, its activities and the desired expertise and background. The profile shall deal with the aspects of diversity in the composition of the Supervisory Board that are relevant to the Company and shall state what specific objective is pursued by the board in relation to diversity. In so far as the existing situation differs from the intended situation, the Supervisory Board shall account for this in the report of the Supervisory Board and shall indicate how and within what period it expects to achieve this aim. This profile shall be evaluated from time to time. The profile is a public document, which is available for inspection at the Company's offices and shall be posted on the Company's website.
The profile of the Supervisory Board is attached as Annex A.
- 3.3 Each Supervisory Board member shall be capable to assess the broad outline of the overall policy. Each Supervisory Board member shall have the specific expertise required for the fulfilment of the duties designated to him within the framework of the Supervisory Board profile. The composition of the Supervisory Board shall be such that it is able to fulfil its duties properly. The Supervisory Board shall aim for a diverse composition in terms of such factors as gender and age. A Supervisory Board member shall be reappointed only after careful consideration. The profile referred to shall also be applied in the case of re-appointment.

- 3.4 At least one member of the Supervisory Board shall be a financial expert, with relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities.
- 3.5 The number of supervisory boards of which an individual may be a member, along with other (additional) functions, shall be limited to such an extent that the proper performance of his duties is assured. This aspect shall be paid attention to not only when submitting a nomination for appointment or reappointment in the Supervisory Board, but also when a Supervisory Board member accepts other functions during the period of his membership. Each Supervisory Board member shall ensure that all his (additional) functions are always known to the Supervisory Board. In any event, the number of supervisory boards of Dutch listed companies of which an individual may be a member shall be limited to five, for which purpose the chairmanship of a supervisory board counts double.
- 3.6 The composition of the Supervisory Board shall be such that the members are able to act critically and independently of one another and of the Executive Board and any particular interests.
- 3.7 The report of the Supervisory Board shall contain a statement whether, in view of the Supervisory Board, best practice provision III.2.1 of the Dutch Corporate Governance Code has been fulfilled, and shall also state which Supervisory Board member is not considered to be independent, if any.
- 3.8 No more than one former Executive Board member shall have a seat on the Supervisory Board.
- 3.9 The delegated Supervisory Board member at the Company has permanent status. The authorities assigned to him are those assigned under the Company's Articles of Association. The delegated member of the Supervisory Board does however not, enter the domain of managing the Company and the delegation does not affect the Supervisory Board's task and authority.
- 3.10 Femsa shall be entitled to nominate two members for appointment to the Supervisory Board (such person's profile, expertise and background should comply with the profile of a member of the Supervisory Board).

Chairman, Vice-Chairman and Company Secretary
Article 4

- 4.1 The Supervisory Board appoints a Chairman and a Vice-Chairman from among its members. The Chairman of the Supervisory Board may not be a former member of the Company's Executive Board.

4.2 The Chairman of the Supervisory Board shall ensure the proper functioning of the Supervisory Board and its Committees and shall act on behalf of the Supervisory Board as the main contact for the Executive Board and for shareholders regarding the functioning of the Executive Board and the Supervisory Board members. In his capacity as Chairman he shall ensure the orderly and efficient conduct of the General Meeting. The Chairman of the Supervisory Board is assisted in his role by the Company Secretary.

The Chairman of the Supervisory Board shall ensure that:

- a. the members of the Supervisory Board follow their induction, training and education programme;
- b. the members of the Supervisory Board receive in good time all information which is necessary for the proper performance of their duties;
- c. there is sufficient time for consultation and decision-making by the Supervisory Board;
- d. the Committees of the Supervisory Board function properly;
- e. the performance of the Executive Board members and the Supervisory Board members is assessed at least once a year;
- f. the Supervisory Board elects a Vice-Chairman; and
- g. the contacts between the Supervisory Board and both the Executive Board and the external auditor proceed properly.

4.3 The Company Secretary shall assist the Supervisory Board. The Company Secretary shall ensure that the correct procedures are followed and that the Supervisory Board acts in accordance with its statutory obligations as well as its obligations under the Articles of Association.

The Company Secretary shall assist the Chairman in the actual organisation of the affairs of the Supervisory Board (information, agenda, evaluation, training programme, etc.).

The Company Secretary shall, either on the recommendation of the Supervisory Board or otherwise, be appointed and dismissed by the Executive Board, after the approval of the Supervisory Board has been obtained.

4.4 The vice-chairman of the Supervisory Board shall deputise for the Chairman when the occasion arises. By way of addition to best practice provision III.1.7 of the Dutch Corporate Governance Code, the vice-chairman shall act as contact for individual Supervisory Board members and Executive Board members concerning the functioning of the Chairman of the Supervisory Board.

Functions and Committees of the Supervisory Board

Article 5

- 5.1 The Supervisory Board comprises a Preparatory Committee, a Remuneration Committee, a Selection and Appointment Committee, an Audit Committee and an Americas Committee. These Committees are subject to their relevant regulations, which are drawn up by the Supervisory Board and which are posted on the Company's website. These regulations and the composition of the Committees will be posted on the Company's website. The regulations shall indicate the role and responsibility of the committees concerned and the manner in which it discharges its duties. The regulations may provide the minimum number of members of each committee may who should be independent within the meaning of the practice provision III.2.2 of the Dutch Corporate Governance Code best (in so far Heineken applies the best practice provision).
The respective regulations (terms of reference) of the Committees are attached as Annexes B, C, D, E and F.

These Committees perform their duties under the responsibility of the Supervisory Board. The Supervisory Board shall receive from each of the Committees a report of its deliberations and findings.

- 5.2 The function of the Committees is to prepare and, if necessary, to carry out the resolutions and the actions to be taken by the Supervisory Board in the domain entrusted to the Committee concerned. The entire Supervisory Board remains responsible for its decisions even if they were prepared by one of the Committees of the Supervisory Board.

- 5.3 Observing relevant guidelines, the Supervisory Board may delegate to the Committees a resolution, to be taken by the Supervisory Board, on a sufficiently defined subject in the domain entrusted to the Committee concerned.

As soon as a Committee, on the basis of such delegation, has taken a resolution, its Chairman shall ensure that all members of the Supervisory Board are informed. The Supervisory Board may at all times revoke both its delegation resolution and the Committee's resolution taken on the basis of it, unless third parties' rights or justified interests prevent this.

- 5.4 The Committees are authorised to examine everything belonging to the field of operation of the Committee concerned. To this end, they are authorised to require all necessary information from the Chairman of the Executive Board and to seek external advice.

- 5.5 The Supervisory Board determines the composition of the Committees, according to the Regulations of the Committees.

- 5.6 Any 'Femsa nominee' shall not sit on more than three committees of the Supervisory Board at the same time.
- 5.7 Femsa shall be entitled to nominate one 'Femsa nominee' as a member of the following committees: Preparatory Committee, Selection & Appointment Committee, Audit Committee and the Americas Committee.
- 5.8 The report of the Supervisory Board (annual report) shall state the number of meetings, the composition of the Committees as well as the main items discussed.

(Re)appointment, term and resignation

Article 6

- 6.1 In accordance with the Articles of Association, appointment of Supervisory Board members is done by the General Meeting from a non binding nomination, to be drawn up by the Supervisory Board for each appointment. When submitting such nominations, the Supervisory Board shall comply with the provisions of this article 6.
- 6.2 Yearly a retirement schedule will be drawn up by the Supervisory Board, in order to avoid, as far as possible, a situation in which many Supervisory Board members retire at the same time. The retirement schedule shall be publicly available and shall be posted on the Company's website.
- 6.3 A Supervisory Board member may hold a seat on the Supervisory Board for three four-year terms at maximum. This does not apply to members who are related by blood or marriage to Mr. A.H. Heineken , former chairman of the Executive Board, and members of the Board of Directors of Heineken Holding N.V.
- 6.4 A Supervisory Board member shall resign in the course of his term in the event of inadequate performance, structural incompatibility of interests or if the Supervisory Board feels that this is otherwise called for.
- 6.5 Persons reaching the age of 70 cannot be appointed as Supervisory Board members. A Supervisory Board member resigns at the first Annual General Meeting that is held after he has reached the age of 70. The Supervisory Board may decide for one or more Supervisory Board members that, and to what extent, the provisions of this paragraph are not applicable to them. The provisions of Article 10 section 3 of the Articles of Association shall apply correspondingly to the Supervisory Board decision referred to in the previous sentence.
- 6.6 A Supervisory Board member, who temporarily takes on the management, where the Executive Board members are absent or unable to discharge their duties, shall resign from the Supervisory Board.

Remuneration, loans and investing in shares

Article 7

- 7.1 The General Meeting shall determine the remuneration of the Supervisory Board members. The remuneration of a Supervisory Board member shall not be dependent on the results of the Company.
- 7.2 A Supervisory Board member may not be granted any shares and/or options on shares as a form of remuneration.
- 7.3 The Company may not grant its Supervisory Board members any personal loans, guarantees or the like unless in the normal course of business and on terms applicable to the personnel as a whole, and after approval of the Supervisory Board. No remission of loans may be granted.
- 7.4 Any shares held by a Supervisory Board member in the Company are long-term investments.
- 7.5 The members of the Supervisory Board are bound by the Heineken N.V. Rules concerning Inside Information 2007 (as these may be amended or supplemented, concerning transactions in shares and other securities in the Company, Heineken Holding N.V. and other companies mentioned therein.

Induction programme and ongoing education and training

Article 8

After appointment, all Supervisory Board members shall follow an induction programme to be drawn up by the Company in consultation with the Chairman of the Supervisory Board. The programme shall, in any event, cover general financial, social and legal affairs, financial reporting by the Company, any specific aspects that are unique to the Company and its activities, and the responsibilities of a Supervisory Board member. The Supervisory Board shall conduct an annual review to identify any aspects with regard to which the Supervisory Board members require further training or education. The Company shall play a facilitating role in this respect.

Supervisory Board meetings (attendance, minutes, recurring subjects) and resolutions

Article 9

- 9.1 The Supervisory Board shall have at least six meetings with the Executive Board annually. The schedule of meetings is determined annually and in advance. Without prejudice to the foregoing, the Supervisory Board shall meet every time when required under the Articles of Association or these regulations, as well as every time when so requested by the Chairman, the delegated Supervisory Board member, two other Supervisory Board members or the Chairman of the Executive Board.

Supervisory Board members who are frequently absent* shall be asked to explain their non-attendance. The report of the Supervisory Board in the annual report shall state which Supervisory Board members have been frequently absent from the Supervisory Board meetings.

* The Supervisory Board considers an absence of two times per year as frequent.

- 9.2 The meetings shall generally be held at the offices of the Company, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference provided that all participants can hear each other simultaneously.
- 9.3 The Executive Board shall submit to the Supervisory Board for approval:
- a. the operational and financial objectives of the Company;
 - b. the strategy designed to achieve the objectives;
 - c. the parameters to be applied in relation to the strategy, for example in respect of the financial ratios;
 - d. corporate social responsibility issues that are relevant to the enterprise; and
 - e. all other proposals for approvals as arranged for in the Articles of Association and the document referred to as ‘Application Article 8, section 6 of the Articles of Association’.
- 9.4 Annually, without prejudice to the above, the Executive Board shall provide the Supervisory Board at the latest in the month of December with a business plan, including a budget, an investment plan, a finance plan and a policy document on acquisitions and participations for the next year for discussion and approval.
- 9.5 The Supervisory Board shall discuss at least once a year, the corporate strategy and the main risks of the business, the result of the assessment by the Executive Board of the design and effectiveness of the internal risk management and control systems as well as any significant changes thereto. These discussions shall be referred to in the Supervisory Board’s report in the annual report.
- 9.6 The Supervisory Board shall discuss, at least once a year on its own, i.e. without the Executive Board being present its own functioning, the functioning of the Committees and its individual members, and the conclusions that must be drawn on the basis thereof. The desired profile, composition and competence of the Supervisory Board shall also be discussed. Moreover the Supervisory Board shall discuss at least once a year without the Executive Board being present both the functioning of the Executive Board as an organ of the Company and the performance of its individual members and the conclusions that must be drawn on the basis thereof. The report of the Supervisory Board shall state how the evaluation of the functioning of the Supervisory Board, the separate committees and the individual Supervisory Board members has been carried out

- 9.7 If the Company, whether solicited or unsolicited, is subjected to a rating process by a rating agency, then the report of the agency concerned – if and insofar as available – shall be discussed by the Supervisory Board.
- 9.8 Any notice convening a Supervisory Board meeting shall be sent in writing, together with the agenda and other meeting documents, in principle seven days prior to the day of the meeting. In urgent cases, the Chairman may decide that the meeting shall be held earlier. Notice shall, in principle, be sent by the Company Secretary, in consultation with the Chairman.
- 9.9 The Supervisory Board meetings will in general be attended by the members of the Executive Board.
- 9.10 Prior to the notice convening the meeting, the Chairman shall, in principle, consult with the Chairman of the Executive Board about the contents of the agenda.
- 9.11 The meetings shall be presided over by the Chairman. In his absence, the Vice-Chairman shall preside over the meeting.
- 9.12 The Supervisory Board can only take valid resolutions in a meeting if the majority of the Supervisory Board members is present or represented at the meeting, with the proviso that members who have a conflict of interest as referred to in Article 10 shall not be taken into account when calculating this quorum.
- 9.13 Approval of a resolution by the Supervisory Board, as referred to in Article 8, section 6 under a), b) and c) of the Articles of Association, shall require a majority as referred to in Article 9.12, but this majority should in any case include the vote of the delegated member.
- 9.14 A Supervisory Board member may have himself represented by a co-member of the Supervisory Board by written proxy. A Supervisory Board member can act as proxy for no more than one co-member of the Supervisory Board.
- 9.15 The Supervisory Board may also adopt resolutions outside meetings in accordance with Articles 9.12 and 9.13, provided that none of the members of the Supervisory Board object to this manner of decision-making and subject to all members of the Supervisory Board responding in writing, this to include telefax and e-mail. A resolution passed in this manner shall be mentioned in the first subsequent meeting of the Supervisory Board.
- 9.16 Minutes shall be made of the subjects discussed at the Supervisory Board meeting. These minutes shall be adopted at the same or a subsequent Supervisory Board meeting, and signed by the Chairman in witness thereof.
- 9.17 The procedure and the decision-making by the Supervisory Board shall, furthermore, be subject to the relevant provisions of the Articles of Association.

Conflicts of interest

Article 10

- 10.1 Any conflict of interest or apparent conflict of interest between the Company and the Supervisory Board members shall be avoided. Decisions to enter into transactions under which Supervisory Board members would have conflicts of interest that are of material significance to the Company and/or to the relevant Supervisory Board members require the approval of the Supervisory Board.
- 10.2 A Supervisory Board member or an Executive Board member shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Company and/or to him, to the Chairman of the Supervisory Board and shall provide all relevant information, including information concerning his wife, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law. If the Chairman of the Supervisory Board has a conflict of interest or potential conflict of interest that is of material significance to the Company and/or to him, he shall report this immediately to the Vice-Chairman of the Supervisory Board and shall provide all relevant information, including information concerning his wife, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law.
- 10.3 The Supervisory Board shall decide whether there is a conflict of interest. The Supervisory Board member concerned may not take part in the assessment by the Supervisory Board of whether a conflict of interest exists. The Executive Board member concerned shall not be present when the Supervisory Board decides whether there is a conflict of interest.
- A conflict of interest exists in any event if the Company intends to enter into a transaction with a legal entity:
- i. in which a Supervisory Board member or an Executive Board member personally has a material financial interest;
 - ii. which has an Executive Board member who is related under family law to a member of the Supervisory Board or an Executive Board member of the Company, or in which a member of the Supervisory Board of the Company has a management or supervisory position.
 - iii.
- 10.4 A Supervisory Board member or an Executive Board member may not take part in a discussion and/or decision-making on a subject or transaction in relation to which he has a conflict of interest with the Company.

- 10.5 All transactions in which there are conflicts of interest with Supervisory Board members or Executive Board members shall be agreed on terms that are customary in the sector concerned.

Decisions to enter into transactions in which there are conflicts of interest with Supervisory Board members or Executive Board members that are of material significance to the Company and/or to the relevant Supervisory Board members or Executive Board members require the approval of the Supervisory Board. Such transactions shall be published in the annual report, together with a statement of the conflict of interest and a declaration that the best practice provisions III.6.1 to III.6.3 inclusive of the Dutch Corporate Governance Code have been complied with.

- 10.6 All transactions between the Company and legal or natural persons who hold at least ten percent of the shares in the Company shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions with such persons that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board. Such transactions shall be published in the annual report, together with a declaration that this article has been observed.

Whistleblowers

Article 11

Alleged irregularities concerning the functioning of Executive Board members shall be reported to the Chairman of the Supervisory Board. To this end the Executive Board shall draw up Regulations. The Regulation ensures that employees should have a possibility to report on alleged irregularities at the Company of a general, operational and financial nature within the Company to the Chairman of the Executive Board or to an official designated by him, without jeopardising their legal position.

The arrangements for whistleblowers shall be posted on the Company's website.

Information, relationship with the Executive Board

Article 12

- 12.1 The Supervisory Board and its individual members each have their own responsibility for obtaining all information from the Executive Board and the external auditor that the Supervisory Board needs in order to be able to carry out its duties as a supervisory organ. If the Supervisory Board considers it necessary it may obtain information from officers and external advisors of the Company. The Company shall provide the necessary means for this purpose. The Supervisory Board may require certain officers and external advisors attend its meetings.

- 12.2 The Executive Board shall timely provide the Supervisory Board with the necessary information, which the Supervisory Board may need to perform its duties.

- 12.3 At least once per year, the Executive Board will inform the Supervisory Board in writing about the main features of the corporate strategy, the general and financial risks and the risk management and control systems of the Company.
- 12.4 The Executive Board shall (at least) quarterly provide the Supervisory Board with a report prepared in a format as agreed from time to time and setting out detailed information on *inter alia* finance, marketing, investments and staff.
- 12.5 If a member of the Supervisory Board should receive information or indications relevant to the Supervisory Board in the proper performance of its supervisory and advisory duties (from a source other than the Executive Board or Supervisory Board), he shall make this information available to the Chairman as soon as possible. The Chairman shall subsequently inform the entire Supervisory Board.

Information, relationship with the shareholders

Article 13

- 13.1 A resolution for approval or authorisations to be passed by the general meeting shall be explained in writing. The explanation will include all facts and circumstances relevant to the approval or authorisation. The notes to the agenda shall be posted on the company's website.
- 13.2 If not prevented from attending for important reasons, the Supervisory Board members shall participate in the General Meeting. The Supervisory Board shall promote that also the members of the Executive Board participate in the General Meeting.
- 13.3 The Supervisory Board and the Executive Board shall provide the General Meeting with any information, unless an overriding interest (*zwaarwichtig belang*) of the Company or any law, rules or regulations applicable to the Company prevent it from doing so. The Supervisory Board and the Executive Board shall specify the reasons for invoking such overriding interest.
- 13.4 Resolutions on a major change in the identity or the character of the Company or its enterprise shall be subject to approval of the General Meeting of Shareholders.
- 13.5 The Supervisory Board shall monitor that the Executive Board complies with best practice provision II.1.9.

The external auditor

Article 14

- 14.1 The external auditor is appointed by the General Meeting. The Supervisory Board shall nominate a candidate for this appointment, while both the Audit Committee and the Executive Board advise the Supervisory Board. The remuneration of the external auditor, and instructions to the external auditor to provide non-audit services, shall be approved by the Supervisory Board on the recommendation of the Audit Committee and after consultation with the Executive Board.
- 14.2 The external auditor shall, in any event, attend the meeting of the Supervisory Board, at which the report of the external auditor regarding the audit of the financial statements will be discussed and the financial statements are to be adopted or approved. The external auditor shall report his findings in relation to the audit of the financial statements to the Executive Board and the Supervisory Board simultaneously.
- 14.3 The contacts between the Supervisory Board and the external auditor shall be channelled through the Chairman of the Audit Committee.
- 14.4 The Supervisory Board shall ensure that any recommendations made to the Company by the external auditor are actually observed by the Executive Board.
- 14.5 At least once every four years, the Executive Board and the Audit Committee shall conduct a thorough assessment of the functioning of the external auditor within the various entities and in the different capacities in which the external auditor acts. The main conclusions of this assessment shall be communicated to the General Meeting for the purposes of assessing the nomination for the appointment of the external auditor.
- 14.6 The external auditor shall have a conflict of interest with the Company if:
- a. the independence of the external auditor with respect to its audit of the financial statements is compromised by the non-audit activities for the Company as regulated by the prevailing regulations on auditor independence, the Audit Committee pre-approval policy for external audit firm services and the engagement letter from the external auditor;
 - b. the responsible partner in the external auditors firm has been in charge of the audit activities for the Company for a longer period of time than as described in the prevailing regulations on auditor independence;
 - c. under applicable law, including the rules of any stock exchange on which the Company's shares (or depositary receipts thereof) may be listed, such conflicts of interests exists or is deemed to exist;
 - d. the Supervisory Board at his sole discretion has ruled that such conflict of interest exists or is deemed to exist.

14.7 Each member of the Supervisory Board and Executive Board, as well as the external auditor of the Company, shall immediately report any potential conflict concerning the external auditor to the Chairman. The external auditor of the Company, as well as each member of the Supervisory and Executive Board must provide all information relevant to the conflict of interests to the Chairman.

In all circumstances other than the ones listed under 14.6 c) and d), the Supervisory Board will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest pursuant to which the appointment of the external auditor will have to be reconsidered or other measures must be taken to resolve it. The Chairman shall procure that those measures will be mentioned in the Company's annual report with reference to the conflict of interests and a declaration that this article 14.7 was complied with.

Corporate Governance

Article 15

15.1 The Executive Board and the Supervisory Board are responsible for the Corporate Governance structure of the Company and for compliance with the Dutch Corporate Governance Code.

They are accountable for this to the General Meeting and should provide sound reasons for any non-application of the provisions.

15.2 The broad outline of the Corporate Governance structure of the Company shall be explained in a separate chapter (or in a separate document referred to in the annual report) of the annual report, partly by reference to the principles mentioned in the Dutch Corporate Governance Code. In this chapter the Company shall indicate expressly to what extent it applies the best practice provisions in the Dutch Corporate Governance Code and, if it does not do so, why and to what extent it does not apply them.

15.3 Each substantial change in the Corporate Governance structure of the Company and in the compliance of the Company with the Dutch Corporate Governance Code shall be submitted to the General Meeting for discussion under a separate agenda item.

Confidentiality

Article 16

Supervisory Board members shall treat all information and documentation acquired within the framework of their position as Supervisory Board member with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Supervisory or Executive Board, made public or otherwise made available to third parties, even after resignation from the Supervisory Board, unless it has been made public by the Company or it has been established that the information is already in the public domain.

Non-compliance, amendment

Article 17

- 17.1 Without prejudice to the provisions of Articles 1.2 and 15, the Supervisory Board may occasionally decide at its sole discretion not to comply with and adhere to these Regulations pursuant to a Supervisory Board resolution to that effect.
- 17.2 Without prejudice to the provision of Articles 1.2 and 15, these Regulations may be amended by resolution of the Supervisory Board to that effect.

Other provisions

Article 18

- 18.1 These regulations have been adopted by the Supervisory Board in its meeting on 11 May 2010 and are applicable as from the same date.
- 18.2 These regulations are not applicable to the extent they conflict with the law or the company's Articles of Association.
- 18.3 These regulations replace the regulations adopted by the Supervisory Board in its meeting on 8-9 November 2004 and amended in the Supervisory Board meeting of 25 August 2009.

Amsterdam, July 2010